

REF: GIL/AGM/SE/2019-20/48

September 26, 2019

The Secretary
BSE Limited
P. J. Tower, Dalal Street,
Mumbai 400 001
Scrip Code : 532775

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai 400 051
Trading Symbol : GTLINFRA

Dear Sirs,

Re: Proceedings of the 16th Annual General Meeting held on September 25, 2019

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") read with Part A of Schedule III and other applicable Regulations, if any, of the Listing Regulations we enclose proceedings of the 16th Annual General Meeting of the members of the Company held on Wednesday, September 25, 2019 at Navi Mumbai for your record.

Please acknowledge receipt.

Thanking you,

Yours truly,
For **GTL Infrastructure Limited**


Nitesh A. Mhatre
Company Secretary


Milind K. Naik
Whole-time Director

Encl. as above.

Note: This letter is submitted electronically with BSE & NSE through their respective web portals.

GTL INFRASTRUCTURE LIMITED

**PROCEEDINGS AT THE SIXTEENTH ANNUAL GENERAL MEETING (AGM) OF THE COMPANY
HELD ON WEDNESDAY, SEPTEMBER 25, 2019, AT 12.30 P.M. AT MARATHI SAHITYA,
SANSKRITI & KALA MANDAL, SAHITYA MANDIR HALL, NEAR NAVI MUMBAI SPORTS
ASSOCIATION, SECTOR 6, VASHI, NAVI MUMBAI-400703, MAHARASHTRA, INDIA.**

1. The Chairman of the Company took the Chair.
2. The Chairman announced that the Company has received one proxy holding 6,500 equity shares, 69 members were present in person and called the meeting to order.
3. With the permission of the members present, the Chairman took the Notice of the meeting. The Chairman also announced that the Register of Directors Shareholding and Key Managerial Personnel and their shareholding, Register of Contracts, the Proxy Register, if any, and other statutory registers / records *inter-alia* Independent Auditors Report and Secretarial Auditors Report as required under the Companies Act, 2013 were produced at the meeting and the same shall remain open and accessible during the continuance of the meeting for any person having the right to inspect the same.
4. The Chairman, thereafter, requested Mr. Nitesh A. Mhatre - Company Secretary to read the Auditors' Report. Mr. Mhatre read the qualified opinion and other observations stated in the Auditors' Report.
5. The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), the Company had extended e-voting facility to its members in respect of all businesses to be transacted at the 16th AGM from 09:00 AM on Sunday, September 22, 2019 up to 05:00 PM on Tuesday, September 24, 2019, in proportion to their shareholding as on cut-off date of September 19, 2019. He also informed that Mr. Chetan Joshi, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process in a fair and transparent manner.
6. The Chairman then informed the Members that such Members who had not voted earlier through the remote electronic voting means could now vote through the e-voting process to be conducted at the AGM venue as per the requirements of the Companies Act, 2013 and the Rules made thereunder. After the conclusion of electronic voting at the AGM, the scrutinizer will unblock the votes cast through Remote e-voting and e-voting at the AGM venue in the presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than three days of conclusion of the meeting. Immediately after submission of the consolidated Scrutinizer's Report, the Results on all resolutions shall be declared, which will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the Resolutions.



7. The Chairman, thereafter, took up the Item Nos. 1 to 8 of the businesses as detailed in the Notice dated August 14, 2019 convening the 16th AGM for transaction and invited queries from Members on Audited Financial Statements and related matters. Accordingly, 3 Members raised queries and the Chairman suitably replied all the queries to the satisfaction of the same.
8. The Chairman then informed the Members that since the e-voting was mandatory and as the Company has already made the said facility available to the members for all the resolutions being transacted in the AGM, there was no requirement for the members for proposing or seconding each resolution.
9. The Chairman then ordered poll to be taken and requested the members those who have not voted earlier through Remote e-voting means, to cast their vote electronically at the AGM venue and requested Company Secretariat staff for directing the members to the specified area in the lobby of the hall where the Company had made the necessary arrangements for electronic voting.
10. The Chairman thanked the Members present and with a vote of thanks to the chair, the Chairman concluded the Meeting.
11. Based on the Scrutinizer's Report, the Voting Results (remote e-voting & e-voting at the AGM venue) were intimated to the Stock Exchanges in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on September 26, 2019 and the same were uploaded on the website of the Agency appointed for conducting e-voting i.e. Central Depository Services (India) Limited as well as on the website of the Company i.e. www.gtlinfra.com. As per the Scrutinizer's Report, all resolutions (Ordinary/Special) embodied in the Notice of Annual General Meeting dated August 14, 2019 were passed with requisite majority. A summation of the results is furnished below:

Sr. No.	Particulars	Type of Resolution	Votes cast in favour		Votes Cast Against	
			No.	%	No.	%
1.	Adoption of Audited Financial Statements for the year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	3,007,308,504	85.28	519,123,906	14.72
2.	Appointment of Mr. Millnd K. Naik (DIN: 00276884) as a Director of the Company, who retires by rotation and is eligible for re-appointment.	Ordinary	3,526,287,541	100.00	144,869	0.00
3.	Appointment of Ms. Dina S. Hatekar (DIN: 08535438) as an Independent Director of the Company for a term of five years with effect from August 14, 2019 to August 13, 2024.	Ordinary	3,526,286,632	100.00	145,767	0.00
4.	Re-appointment of Mr. N. Balasubramanian (DIN: 00288918) as an Independent Director of the Company to hold office for a second term of 5 (five) years with effect from September 16, 2019 to September 15, 2024.	Special	3,525,859,616	99.98	572,783	0.02
5.	Continuation of Mr. N. Balasubramanian (DIN: 00288918), as an Independent Director of the Company, who shall attain the age of 75 years on September 3, 2021, during his second term as an Independent Director of the Company.	Special	3,006,744,288	99.98	572,794	0.02
6.	Re-appointment of Mr. Vinod B. Agarwala (DIN: 01725158) as an Independent Director of the Company to hold office for a second term of 5 (five) years with effect from September 16, 2019 to September 15, 2024.	Special	3,007,172,203	100.00	144,879	0.00






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Sr. No.	Particulars	Type of Resolution	Votes cast in favour		Votes Cast Against	
			No.	%	No.	%
7.	Re-appointment of Dr. Anand P. Patkar (DIN: 00634761) as an Independent Director of the Company to hold office for a second term of 5 (five) years with effect from September 16, 2019 to September 15, 2024.	Special	3,006,745,288	99.98	571,794	0.02
8.	Keeping the Register of Members and other registers/records of the Company maintained under Section 88 of the Companies Act, 2013 and copies of the Annual returns filed under Section 92 of the Companies Act, 2013 at the office of Registrar and Share Transfer Agent instead of Registered office of the Company.	Special	3,006,731,589	85.26	519,700,821	14.74

For **GTL Infrastructure Limited**


Nitesh A. Mhatre
Company Secretary

